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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND THE BOARD OF COUNTY COMMISSIONERS OF JOHNSON
COUNTY, KANSAS DISALLOWING AND EXPUNGING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 16910

(BOARD OF COUNTY COMMISSIONERS OF JOHNSON COUNTY, KANSAS)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the Board of County Commissioners of Johnson County, Kansas (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The Board Of County Commissioners Of Johnson County, Kansas Disallowing And Expunging Proof Of Administrative Expense Claim Number 16910 (Board Of County Commissioners Of Johnson County, Kansas) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 25, 2009, the Claimant filed proof of administrative expense claim number 16910 against Delphi which asserts a secured administrative expense claim in the estimated amount of \$43,174.88 (the "Claim") for Delphi's 2009 ad valorem real estate taxes for two tracts of land located in Johnson County, Kansas bearing tract numbers DF231335-4001 and DF231335-4057.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Claims Objection").

WHEREAS, on April 1, 2010, the Claimant filed the Response Of Johnson County, Kansas, To Reorganized Debtor's Forty-Sixth Omnibus Objection (Docket No. 19748) ("the Response").

WHEREAS, the taxes asserted in the Claim have been satisfied in full with (i) two equal payments of \$16,922.79 dated December 14, 2009 and April 23, 2010, respectively, with respect to Tract DF231335-4001 and (ii) payments of \$4,644.53 and \$4,644.52 dated December 14, 2009 and May 10, 2010, respectively, with respect to Tract DF231335-4057.

WHEREAS, to resolve the Forty-Sixth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant have entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agree that because the Claim has been

satisfied in full, it should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. The Claimant may retain the aforementioned payments received in full satisfaction of the Claim.
3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 16th day of June, 2010

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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